

FILED

NOV 27 1996

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE**CERTIFICATE OF FORMATION
OF
KCF ENTERPRISES, L.L.C.**

The undersigned, pursuant to R.S.A. 304:C, the New Hampshire Limited Liability Company Laws, hereby submits the following Certificate of Formation:

FIRST

NAME: The name of the limited liability company is KCF Enterprises, L.L.C.

SECOND

BUSINESS PURPOSE: The primary business purpose of the limited liability company is:

- a. To purchase, receive, lease, or otherwise acquire and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest i property, wherever located;
- b. To carry on any other business which a limited liability company may lawfully carry on under the laws of the State of New Hampshire.

THIRD

REGISTERED AGENT: The name of the limited liability company's registered agent is Edward T. Kerrigan, and the address of its registered office is 29 Partridge Road, P.O. Box 314, Etna, New Hampshire 03750.

FOURTH

MEMBERSHIP INTERESTS: Any securities (membership interests) to be offered or sold will only be offered or sold within the meaning of R.S.A. 421-B (New Hampshire Securities Act).

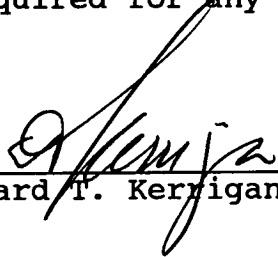
FIFTH

DISSOLUTION: The latest date on which the limited liability company is to dissolve is June 30, 2010.

SIXTH

MANAGEMENT: The management of this limited liability company shall not be vested in a manager or managers but rather shall be vested in its members all of whom shall be entitled to vote with a majority of votes being required for any management decision.

Dated: November 25, 1996



Edward T. Kerrigan, Member

EFFECTIVE 9:15 A.M. ON 11/27/96 S.M.C.